

MED-LEB TECHNOLOGY
DEPARTMENT OF FINANCIAL SERVICES
110 Raintree Parkway, Tonawanda NY 14150
Phone: 1-716-276-1253 Fax: 1-716-276-1242

**Letter of Intent or Memorandum of Understanding Regarding a Business
Transaction Being Negotiated**

May 14, 2013

Mr. Emile Farrah, representing the Owner of Grand Court Lakes properties
280 Sierra Drive, North Miami,
Miami-Dade, FL 33179.

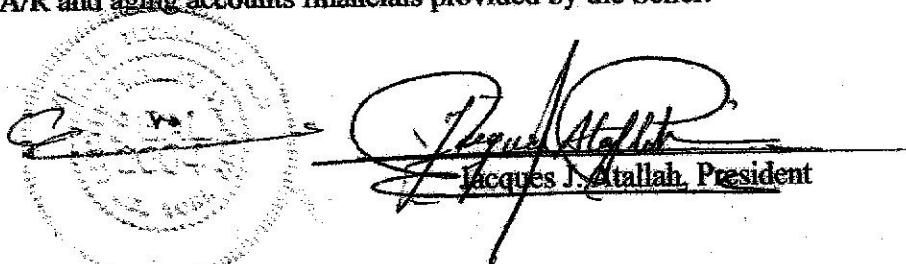
This Letter of Intent reflects our understanding, at the present time, of certain preliminary discussions we have had concerning the Grand Court Lakes, and is intended to be an outline to assist us in preparing a definitive final agreement. This LOI is not intended to contractually bind either of us in any way, nor shall we be legally bound until an agreement, in form and content satisfactory to each of us and our respective counsel is fully executed by us. Neither party shall be entitled to rely upon this LOI nor any promises (whether oral or written) that may have been made or that may be made in the future, in connection with the negotiations pertaining to the Grand Court Lakes, except as may be contained in a fully executed final agreement.

Execution of this LOI shall not obligate either party to accept any particular terms, but will preclude both parties from insisting on any terms that are inconsistent with those terms described in this LOI. It is expressly agreed that if a mutually acceptable agreement to provide the basic financial information for initial underwriting is not agreed to and executed by both parties on or before May 16, 2013; neither party shall have any further obligation to continue negotiating with the other.

This Letter of Intent is confidential and shall not be disclosed to anyone other than the parties and their employees, attorneys and accountants and any lenders involved.

In order to proceed with the business transaction, the parties agree to the following:

1. The parties to the Final Agreement are Grand Court Lakes located at 280 Sierra Drive, North Miami, Miami-Dade, FL 33179 (The Seller), Dr. David Bernier (Buyer), and MED-LEB TECHNOLOGY Department of Financial Services and Partners, (Lender) issuing this LOI.
2. The Lender is willing to extend a financing offer to the buyer, preliminarily approved for a total of \$9.5M, contingent upon a strong appraisal, corporate tax returns (or audited financials), and A/R and aging accounts financials provided by the Seller.



Jacques J. Atallah, President